

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (JTD)
INC., <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Obj. Deadline: October 8, 2020 at 4:00 p.m. (ET)
	X	

**FIRST MONTHLY APPLICATION OF LATHAM &
WATKINS LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT
OF EXPENSES AS CO-COUNSEL TO DEBTORS AND DEBTORS IN
POSSESSION FOR THE PERIOD FROM JULY 22, 2020 THROUGH AUGUST 31, 2020**

Name of Applicant:	Latham & Watkins LLP
Authorized to Provide Professional Services to:	The above-captioned debtors and debtors in possession
Date of Retention:	August 28, 2020, effective as of July 22, 2020
Amount of Compensation sought as actual, reasonable, and necessary:	\$2,423,423.50 (80% = \$1,938,738.80)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$34,993.56

This is a(n): X monthly ___ interim ___ final application

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors' address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.

This monthly application includes 9.9 hours with a value of \$8,946 incurred in connection with the preparation of monthly and interim fee applications.

Prior Applications Filed: None.

COMPENSATION BY PROFESSIONAL
JULY 22, 2020 THROUGH AUGUST 31, 2020

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Alexander F. Cohen	Partner. Joined firm in 2009. Member of the New York Bar since 1988. Member of the District of Columbia Bar since 2009. Member of the Corporate Department.	\$1,630.00	3.3	\$5,379.00
Richard A. Levy	Partner. Joined firm in 1983. Member of the Illinois Bar since 1983. Member of the District of Columbia Bar since 2009. Member of the Corporate Department.	\$1,560.00	0.6	\$936.00
Peter M. Gilhuly	Partner. Joined firm in 1990. Member of the California Bar since 1990. Member of the Finance Department.	\$1,560.00	0.7	\$1,092.00
George A. Davis	Partner. Joined firm in 2018. Member of the New York Bar since 1991. Member of the Finance Department.	\$1,560.00	34.0	\$53,040.00
Joseph M. Kronsoble	Partner. Joined firm in 1991. Member of the Illinois Bar since 1991. Member of the Tax Department.	\$1,515.00	29.6	\$44,844.00
Senet S. Bischoff	Partner. Joined firm in 1999. Member of the New York Bar since 2000. Member of the Corporate Department.	\$1,455.00	19.6	\$28,518.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Joel H. Trotter	Partner. Joined firm in 1998. Member of the Virginia Bar since 1995. Member of the District of Columbia Bar since 2000. Member of the Corporate Department.	\$1,455.00	1.3	\$1,891.50
Paul M. Dudek	Partner. Joined firm in 2016. Member of the New York Bar since 1983. Member of the District of Columbia Bar since 2017. Member of the Corporate Department.	\$1,455.00	0.5	\$727.50
Robin L. Struve	Partner. Joined firm in 1998. Member of the Illinois Bar since 1987. Member of the Massachusetts Bar since 2014 Member of the Tax Department.	\$1,455.00	0.6	\$873.00
Eric Leon	Partner. Joined firm in 2017. Member of the New York Bar since 1994. Member of the Litigation & Trial Department.	\$1,395.00	62.1	\$86,629.50
Thomas Fox	Partner. Joined firm in 2008. Member of the German Bar (Rechtsanwalt) since 1994. Member of the Tax Department.	\$1,365.00	2.9	\$3,958.50
Quentin A. R. Gwyer	Partner. Joined firm in 2016. Member of the England and Wales Bar (Solicitor) since 2004. Member of the Corporate Department.	\$1,260.00	0.3	\$378.00
Jessica Walker	Partner. Joined firm in 2020. Member of the England and Wales Bar (Solicitor) since 2008. Member of the Finance Department.	\$1,260.00	1.7	\$2,142.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Kim N. Boras	Partner. Joined firm in 1990. Member of the California Bar since 1990. Member of the New York since 2001 Member of the Corporate Department.	\$1,225.00	1.1	\$1,347.50
Adam J. Goldberg	Partner. Joined firm in 2006. Member of the New York Bar since 2007. Member of the Finance Department.	\$1,225.00	1.8	\$2,205.00
Kyle R. Jefcoat	Of Counsel. Joined firm in 2004. Member of the New York Bar since 2000. Member of the District of Columbia Bar since 2005. Member of the Litigation & Trial Department.	\$1,180.00	0.4	\$472.00
Ted A. Dillman	Partner. Joined firm in 2008. Member of the California Bar since 2008. Member of the Finance Department.	\$1,180.00	287.8	\$339,604.00
Andrew C. Ambruso	Of Counsel. Joined firm in 2020. Member of the North Carolina Bar since 1997. Member of the New York Bar since 1998. Member of the Finance Department.	\$1,180.00	37.3	\$44,014.00
Brian C. McManus	Partner. Joined firm in 2012. Member of the Maryland Bar since 2002. Member of the District of Columbia Bar since 2005. Member of the Tax Department.	\$1,145.00	0.8	\$916.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Joshua N. Holian	Partner. Joined firm in 2000. Member of the California Bar since 2000. Member of the Brussels Bar – B List since 2017. Member of the Litigation & Trial Department.	\$1,145.00	0.3	\$343.50
Brian David Miller	Partner. Joined firm in 2006. Member of the District of Columbia Bar since 2007. Member of the Corporate Department.	\$1,145.00	0.6	\$687.00
Julia A. Thompson	Partner. Joined firm in 2009. Member of the Maryland Bar since 2009. Member of the District of Columbia Bar since 2010. Member of the Corporate Department.	\$1,145.00	0.7	\$801.50
Veronica Relea	Partner. Joined firm in 2004. Member of the New York Bar since 2005 Member of the Finance and Corporate Departments.	\$1,120.00	40.7	\$45,584.00
David A. Zaheer	Partner. Joined firm in 2005. Member of the California Bar since 2001. Member of the Corporate Department.	\$1,120.00	18.0	\$20,160.00
Amy Quartarolo	Partner. Joined firm in 2002. Member of the California Bar since 2002. Member of the Litigation & Trial Department.	\$1,120.00	79.7	\$89,264.00
Ghaith Mahmood	Partner. Joined firm in 2007. Member of the California Bar since 2007. Member of the Corporate Department.	\$1,120.00	4.6	\$5,152.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Nineveh Alkhas	Of Counsel. Joined firm in 2008. Member of the Illinois Bar since 2008. Member of the Tax Department.	\$1,120.00	0.5	\$560.00
Robert Fernandez	Partner. Joined firm in 2019. Member of the Illinois Bar since 1999. Member of the Corporate Department.	\$1,120.00	3.0	\$3,360.00
Maarten Overmars	Associate. Joined firm in 2015. Member of the Netherlands Bar (Advocaat) since 2010. Member of the England and Wales Bar (Solicitor) since 2016. Member of the Corporate Department.	\$1,095.00	0.4	\$438.00
Elizabeth More	Of Counsel. Joined firm in 2012. Member of the Texas Bar since 2009. Member of the District of Columbia Bar since 2017. Member of the Corporate Department.	\$1,085.00	84.0	\$91,140.00
Jason B. Grover	Associate. Joined firm in 2016. Member of the Illinois Bar since 2012. Member of the District of Columbia Bar since 2017. Member of the Tax Department.	\$1,085.00	0.6	\$651.00
William A. Kessler II	Associate. Joined firm in 2011. Member of the California Bar since 2011. Member of the Tax Department.	\$1,085.00	35.2	\$38,192.00
Jason Cosmo Ewart	Of Counsel. Joined firm in 2018. Member of the New York Bar since 2008. Member of the Corporate Department.	\$1,085.00	25.3	\$27,450.50

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Andrew Sorkin	Of Counsel. Joined firm in 2019. Member of the New York Bar since 2008. Member of the District of Columbia Bar since 2016. Member of the Finance Department.	\$1,085.00	1.2	\$1,302.00
Gail S. Neely	Associate. Joined firm in 2011. Member of the New York Bar since 2014. Member of the Corporate Department.	\$1,055.00	0.4	\$422.00
Helena G. Tseregounis	Associate. Joined firm in 2018. Member of the California Bar since 2012. Member of the Finance Department.	\$1,055.00	320.0	\$337,600.00
Jamie M. Marr	Associate. Joined firm in 2014. Member of the New York Bar since 2015. Member of the Litigation & Trial Department.	\$995.00	107.1	\$106,564.50
Laura Marie Dreznes Waller	Associate. Joined firm in 2020. Member of the Illinois Bar since 2004. Member of the Tax Department.	\$985.00	3.1	\$3,053.50
Daniel Gocek	Associate. Joined firm in 2019. Member of the New York Bar since 2012. Member of the Illinois Bar since 2017. Member of the Tax Department.	\$985.00	0.7	\$689.50
Megan A. Behrman	Associate. Joined firm in 2016. Member of the New York Bar since 2016. Member of the Litigation & Trial Department.	\$955.00	6.4	\$6,112.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Cameron B. Lyons	Associate. Joined firm in 2015. Member of the New York Bar since 2016. Member of the Finance Department.	\$955.00	33.1	\$31,610.50
Sindhu Boddu	Associate. Joined firm in 2015. Member of the New York Bar since 2016. Member of the Litigation & Trial Department.	\$955.00	81.2	\$77,546.00
Sarah Kang	Associate. Joined firm in 2018. Member of the Illinois Bar since 2015. Member of the District of Columbia Bar since 2019. Member of the Corporate Department.	\$955.00	58.3	\$55,676.50
Setareh Homayoni	Associate. Joined firm in 2017. Member of the California Bar since 2016. Member of the Litigation & Trial Department.	\$895.00	1.7	\$1,521.50
Milo LeDoux	Associate. Joined firm in 2016. Member of the New York Bar since 2017. Member of the Corporate Department.	\$895.00	4.2	\$3,759.00
Brad Michael Warner	Associate. Joined firm in 2019. Member of the New York Bar since 2017. Member of the Finance Department.	\$895.00	5.3	\$4,743.50
Nicholas J. Messana	Associate. Joined firm in 2019. Member of the New York Bar since 2017. Member of the Finance Department.	\$895.00	341.6	\$305,732.00
Madeleine Claire Parish	Associate. Joined firm in 2019. Member of the New York Bar since 2019. Member of the Finance Department.	\$895.00	143.2	\$128,164.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Alicia C. Davis	Other Attorney. Joined firm in 2019. Member of the Illinois Bar since 2009. Member of the Finance Department.	\$850.00	16.9	\$14,365.00
Faisal Amin	Associate. Joined firm in 2017. Member of the District of Columbia Bar since 2017. Member of the Corporate Department.	\$815.00	25.4	\$20,701.00
Sam R. Lehman	Associate. Joined firm in 2017. Member of the California Bar since 2017. Member of the Corporate Department.	\$815.00	14.6	\$11,899.00
Bharath Mohan	Associate. Joined firm in 2017. Member of the New York Bar since 2018. Member of the Corporate Department.	\$815.00	13.8	\$11,247.00
Matthew John Carmody	Associate. Joined firm in 2019. Member of the New York Bar since 2020. Member of the Finance Department.	\$815.00	12.1	\$9,861.50
Kelsey Jean Schutte	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of the New York Bar since 2020. Member of the Corporate Department.	\$695.00	64.3	\$44,688.50
Jonathan J. Weichselbaum	Associate. Joined firm in 2018. Member of the New York Bar since 2019. Member of the Finance Department.	\$695.00	29.1	\$20,224.50

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Jordan Michelle Naftalis	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of the Corporate Department.	\$695.00	7.6	\$5,282.00
Nina June Grandin	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of the Finance Department.	\$695.00	27.2	\$18,904.00
Ning Heather Lui	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of the Corporate Department.	\$695.00	15.6	\$10,842.00
Taesung Kim	Associate. Joined firm in 2018. Member of the District of Columbia Bar since 2018. Member of the Corporate Department.	\$695.00	25.8	\$17,931.00
Dustin Lawrence Higgins	Associate. Joined firm in 2018. Member of the California Bar since 2018. Member of the Corporate Department.	\$695.00	14.7	\$10,216.50
Markus von der Marwitz	Associate. Joined firm in 2020. Member of the New York Bar since 2019. Member of the Finance Department.	\$695.00	171.4	\$119,123.00
Faust Paul Petkovich	Associate. Joined firm in 2019. Member to the New York pending. Unassigned.	\$590.00	45.0	\$26,550.00
Cameron Jordan Sinsheimer	Associate. Joined firm in 2019. Member to the New York pending. Unassigned.	\$590.00	57.0	\$33,630.00
Aubrey Leigh Steiger	Associate. Joined firm in 2019. Member to the New York pending. Unassigned.	\$590.00	12.6	\$7,434.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Brittany Ariel Sokol Davis	Associate. Joined firm in 2019. Member of the New York Bar since 2020. Unassigned.	\$590.00	14.1	\$8,319.00
James Weston Dorian	Associate. Joined firm in 2019. Member of the New York Bar since 2020. Unassigned.	\$590.00	2.9	\$1,711.00
Emma I. Pianta	Associate. Joined firm in 2016. Member to the England and Wales Bar (Solicitor) since 2018. Member of the Corporate Department.	\$590.00	1.1	\$649.00
Jeffrey D. Bird	Research Analyst. Joined firm in 2004.	\$535.00	0.5	\$267.50
Eleanor C. Romanelli	Senior Paralegal. Joined firm in 1994.	\$520.00	2.2	\$1,144.00
Jessica L. Bengels	Director of Litigation Services. Joined firm in 2005.	\$515.00	0.5	\$257.50
Elizabeth C. Arnold	Senior Paralegal. Joined firm in 2003.	\$480.00	4.8	\$2,304.00
Colleen M. Rico	Senior Paralegal. Joined firm in 2002.	\$450.00	3.5	\$1,575.00
Jennifer Cannon Meyer	Litigation Services Supervising Attorney. Joined firm in 2018.	\$425.00	0.1	\$170.00
April E. Eudy	Senior Research Librarian. Joined firm in 2015.	\$425.00	0.3	\$127.50
Erika Y. Rolufs	Senior Research Librarian. Joined firm in 2000.	\$425.00	0.5	\$212.50
Rachel L. Kohn	Litigation Services Supervising Attorney. Joined firm in 2008.	\$425.00	1.8	\$765.00
Justine N. Sjolholm	Research Librarian. Joined firm in 2011.	\$425.00	0.9	\$382.50
Luciana A. Schubert	Senior Paralegal. Joined firm in 2006.	\$395.00	2.8	\$1,106.00
Brian J. Nowak	Senior Paralegal. Joined firm in 2001.	\$390.00	19.1	\$7,449.00

Name of Professional	Position of the Applicant, Date of Hire, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed	Compensation
Barbara A. Mojek-Ozdemir	Practice Support Analyst II. Joined firm in 2013.	\$335.00	4.1	\$1,373.50
Ian McMillan	Practice Support Analyst I. Joined firm in 2018.	\$335.00	0.8	\$268.00
Timothy James Holbrook	Practice Support Analyst. Joined firm in 2020.	\$335	2.6	\$871.00
Brendan Hickey	Court Generalist. Joined firm in 2005.	\$330.00	5.1	\$1,683.00
Eleanor Logan Eaton	Paralegal. Joined firm in 2017.	\$310.00	0.7	\$217.00
MaryClaire Helen Barnard	Paralegal. Joined firm in 2019.	\$250.00	9.7	\$2,425.00
TOTAL			2,518.7	\$2,423,423.50

Total Compensation: \$2,423,423.50

Total Hours: 2,518.7

Blended Rate: \$962.10

COMPENSATION BY PROJECT CATEGORY
JULY 22, 2020 THROUGH AUGUST 31, 2020

Project Category	Hours	Fees
Asset Disposition	532.5	\$478,911.00
Assumption and Rejection of Leases and Contracts	35.3	\$33,797.00
Business Operations	157.7	\$152,044.50
Case Administration	163.1	\$161,308.00
Corporate Governance and Board Matters	65.3	\$80,411.50
Creditors' Committee	94.9	\$100,262.50
Employee Benefits and Pensions	12.6	\$13,095.50
Employment and Fee Applications	157.7	\$142,051.00
Financing and Cash Collateral	165.2	\$165,577.00
Hearing Preparation	186.0	\$185,196.50
Litigation	624.2	\$576,290.00
Plan and Disclosure Statement	73.7	\$72,770.00
Real Estate	23.7	\$19,485.50
Relief from Stay and Adequate Protection	26.6	\$20,591.00
Reporting and Schedules	42.9	\$42,491.50
Tax	116.2	\$137,388.50
United States Trustee	41.1	\$41,752.50
TOTAL	2,518.7	\$2,423,423.50

EXPENSE SUMMARY
JULY 22, 2020 THROUGH AUGUST 31, 2020

Expense Category	Expenses
Audio / Video Conferencing Services	\$15.76
Deposition	\$4,140.10
Docket	\$125.88
Document Copies	\$44.39
Document Processing	\$1,496.00
Laser Copy	\$739.90
Legal Research	\$16,774.20
Outside Attorneys	\$1,233.88
Practice Support	\$10,351.50
Supplies / Office Expense	\$71.95
TOTAL	\$34,993.56

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (JTD)
INC., <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Obj. Deadline: October 8, 2020 at 4:00 p.m. (ET)

**FIRST MONTHLY APPLICATION OF LATHAM &
WATKINS LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND FOR REIMBURSEMENT
OF EXPENSES AS CO-COUNSEL TO DEBTORS AND DEBTORS IN
POSSESSION FOR THE PERIOD FROM JULY 22, 2020 THROUGH AUGUST 31, 2020**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 262] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**Latham**”) hereby files this application (this “**Application**”), seeking a monthly allowance with respect to the sums of \$2,423,423.50 as compensation and \$34,993.56 for reimbursement of actual and necessary

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors’ address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.

expenses, for a total of \$2,458,417.06 for the period July 22, 2020 through and including August 31, 2020 (the “**Compensation Period**”). In support of this Application, Latham respectfully represents as follows:

BACKGROUND

1. On July 22, 2020 (the “**Petition Date**”), the Debtors commenced with the Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 5, 2020, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors in the Chapter 11 Cases [Docket No. 109] (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in the Chapter 11 Cases. The Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

2. Latham was retained effective as of the Petition Date pursuant to the *Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Co-Counsel Effective as of the Petition Date* [Docket No. 276] (the “**Retention Order**”). The Retention Order authorized Latham to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Christian M. Mezger in Support of Debtors’ Chapter 11 Petitions and First Day Relief* [Docket

No. 2] (the “**First Day Declaration**”), filed on the Petition Date and incorporated herein by reference.²

COMPENSATION PAID AND SOURCE

4. All services for which compensation is requested by Latham were performed for or on behalf of the Debtors.

5. Latham has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. Pursuant to Bankruptcy Rule 2016, Latham has not shared, nor has Latham agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Latham or (b) any compensation another person or party has received or may receive.

FEE STATEMENTS

6. The fee statements for the Compensation Period are attached hereto as **Exhibit A**. These statements contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of Latham’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Local Rule 2016-2, all other applicable Bankruptcy Rules, the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

7. A summary of actual and necessary expenses and daily logs of expenses incurred by Latham during the Compensation Period is attached hereto as **Exhibit B**. Pursuant to Local

² The First Day Declaration and other relevant case information is available on the following website maintained by the Debtors’ claims and noticing agent, Prime Clerk LLC: <http://cases.primeclerk.com/GEE>.

Rule 2016-2, Latham represents that it will charge for copying at a rate of \$0.10 per page. There is no charge for incoming or outgoing telecopier transmissions.

8. Latham believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, Latham believes that such charges are in accordance with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES BY PROJECT

9. The services rendered by Latham during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit A**. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A** attached hereto.

A. Asset Disposition

Fees: \$478,911.00 Total Hours: 532.5

10. This category includes all time spent on matters relating to evaluation of a potential sale, merger, or other disposition of all or a portion of the Debtors or their assets, including coordination with the Debtors' investment banker, Greenhill & Co., LLC, with respect to sale strategy and marketing materials, drafting a motion to approve bidding procedures, the bidding procedures, sale-related documentation, conducting sale-related diligence, and related matters.

B. Assumption and Rejection of Leases and Contracts

Fees: \$33,797.00 Total Hours: 35.3

11. This category includes all time spent on matters relating to the Debtors' executory contracts and unexpired leases, analyzing contracts and leases to determine whether they should be assumed or rejected, including preparing a motion to reject certain leases, discussions regarding executory contracts and unexpired leases, research regarding executory contracts and unexpired leases, and related issues.

C. Business Operations

Fees: \$152,044.50 Total Hours: 157.7

12. This category includes all time spent on matters relating to the operation of the Debtors' businesses in chapter 11, including employee, customer, and vendor communications, discussions regarding the Debtors' non-debtor joint ventures, standing calls related to operational matters, and related issues.

D. Case Administration

Fees: \$161,308.00 Total Hours: 163.1

13. This category includes services rendered in connection with, among other things, (a) various logistical matters relating to the Chapter 11 Cases, (b) monitoring the Debtors' docket, and (c) coordination of the administration of the Chapter 11 Cases by developing timelines, task lists, and work-in-progress reports.

E. Corporate Governance and Board Matters

Fees: \$80,411.50 Total Hours: 65.3

14. This category includes all time spent on corporate governance and disclosure matters, including reviewing and analyzing corporate governance requirements under governing documents and applicable law, and preparing various securities filings.

F. Creditors' Committee

Fees: \$100,262.50 Total Hours: 94.9

15. This category includes all time spent on matters relating to the Creditors' Committee, including processing diligence requests, document productions, communications regarding issues relating to the Chapter 11 Cases and preparing for, and attending meetings and telephone conferences with, the Creditors' Committee.

G. Employee Benefits and Pensions

Fees: \$13,095.50 Total Hours: 12.6

16. This category includes all time spent on matters relating to the Debtors' employees, including discussions regarding the WARN Act, and certain contingent worker issues arising under the Debtors' wages order.

H. Employment and Fee Applications

Fees: \$142,051.00 Total Hours: 157.7

17. This category includes all time spent preparing this Applications and other documents related to Latham's retention as co-counsel to the Debtors. This category also includes all time spent on matters relating to the retention of other professionals and their fee applications, including the employment of ordinary course professionals and related declarations filed with the Court.

I. Financing and Cash Collateral

Fees: \$165,577.00 Total Hours: 165.2

18. This category includes all time spent on matters relating to the Debtors' debtor-in-possession credit facility (the "**DIP Facility**") and usage of cash collateral, including coordination of deliverables in connection with the funding the DIP Facility, analyzing and preparing responses to objections to approval of the DIP Facility and the Debtors' use of cash collateral, revising the proposed orders approving the DIP Facility and the Debtors' use of cash collateral, communications with the lenders and other parties in interest regarding the DIP Facility and cash collateral, and preparation of the budget and related materials in connection with the reporting requirements under the DIP Facility.

J. Hearing Preparation

Fees: \$185,196.50 Total Hours: 186.0

19. This category includes all time spent on coordination and preparation of the Debtors' professionals and advisors with respect to scheduled hearings.

K. Litigation

Fees: \$576,290.00 Total Hours: 624.2

20. This category includes all time spent on matters relating to litigation concerning the Debtors, including analyzing strategy with respect to litigation against the Debtors, preparing for and taking depositions, and drafting and revising pleadings, including responsive pleadings with respect to objections filed to the Debtors' bidding procedures motion.

L. Plan and Disclosure Statement

Fees: \$72,770.00 Total Hours: 73.7

21. This category includes all time spent on matters relating to the review, formulation, negotiation, preparation, and promulgation of the plan of reorganization, disclosure statement, and all other plan-related documents and filings. This category also includes all research related to the formulation of the plan of reorganization and disclosure statement, all research relating to solicitation and voting procedures and related confirmation issues, and all related meetings between the Debtors and their professionals and various parties in interest.

M. Real Estate

Fees: \$19,485.50 Total Hours: 23.7

22. This category includes all time spent on matters relating to the Debtors' real estate.

N. Relief from Stay and Adequate Protection

Fees: \$20,591.00 Total Hours: 26.6

23. This category includes all time spent on matters relating to the automatic stay, including conducting research relating to automatic stay issues and drafting letters relating to enforcement of the automatic stay.

O. Reporting and Schedules

Fees: \$42,491.50 Total Hours: 42.9

24. This category includes all time spent on matters relating to the preparation of the Debtors' schedules and statements of financial affairs, monthly operating reports, other reports required by the Bankruptcy Court or the Bankruptcy Rules, and all motions related to the foregoing.

P. Tax

Fees: \$137,388.50 Total Hours: 116.2

25. This category includes all time spent on tax issues, including the tax analysis of various restructuring proposals and documents, analyzing the Debtors' tax attributes, and discussions regarding tax issues and tax filings.

Q. United States Trustee

Fees: \$41,752.50 Total Hours: 41.1

26. This category includes all time spent on matters relating to the U.S. Trustee, including communications regarding issues relating to the Chapter 11 Cases.

VALUATION OF SERVICES

27. Attorneys and paraprofessionals of Latham have expended a total of 2,518.7 hours in connection with this matter during the Compensation Period. The nature of the work performed by these persons is fully set forth in **Exhibit A** attached hereto. These are Latham's normal hourly rates for work of this character. The reasonable value of the services rendered by Latham to the Debtors during the Compensation Period is \$2,423,423.50.

28. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Latham is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services in other cases under this title. Moreover, Latham has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Local Rule.

WHEREFORE Latham respectfully requests that the Court authorize that for the Compensation Period, an allowance be made to Latham pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$2,423,423.50, as compensation for necessary professional services rendered (80% of which equals \$1,938,738.80), and \$34,993.56, as 100% reimbursement of actual necessary costs and expenses, for a total of \$2,458,417.06 and that such amount be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: September 18, 2020
Wilmington, Delaware

LATHAM & WATKINS LLP

/s/ Ted A. Dillman

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Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
GLOBAL EAGLE ENTERTAINMENT	:	Case No. 20-11835 (JTD)
INC., <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	X	

DECLARATION OF TED A. DILLMAN

1. I am a partner with the applicant firm, Latham & Watkins LLP (the “**Firm**”), and have been admitted to the bar of the State of California since 2008. I make this certification in accordance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

2. I am familiar with the work performed on behalf of the Debtors by the Firm’s professionals. I have reviewed the *First Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to Debtors and Debtors in Possession for the Period From July 22, 2020 Through August 31, 2020* (the “**Application**”), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed Local Rule 2016-2, and, to the best of my knowledge, information, and belief formed upon the basis of my participation in these

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Global Eagle Entertainment Inc. (7800), Airline Media Productions, Inc. (2314), Emerging Markets Communications, LLC (0735), Entertainment in Motion, Inc. (3908), Global Eagle Entertainment Operations Solutions, Inc. (3375), Global Eagle Services, LLC (7899), Global Eagle Telecom Licensing Subsidiary LLC (2547), IFE Services (USA), Inc. (2120), Inflight Productions USA Inc. (8493), Maritime Telecommunications Network, Inc. (9974), MTN Government Services, Inc. (6069), MTN International, Inc. (8559), MTN License Corp. (0314), N44HQ, LLC (0570), Post Modern Edit, Inc. (6256), Row 44, Inc. (2959), and The Lab Aero, Inc. (9831). The Debtors’ address is 6080 Center Drive, Suite 1200, Los Angeles, California 90045.

cases, as well as after reasonable inquiry, the facts set forth in the Application materially comply with the provisions of the Local Rules, the Bankruptcy Code, and this Court's orders.

/s/ Ted A. Dillman

Ted A. Dillman